

MARVEL TEAM-UP  
ANNUAL

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MARVEL  
COMICS  
GROUP

KING-SIZE ANNUAL!

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ALL NEW!

MARVEL TEAM-UP

STARRING:

SPIDER-MAN AND THE X-MEN

UNITED IN BATTLE AGAINST THE  
AWESOME CREATIONS OF THE  
LORDS OF LIGHT  
AND DARKNESS!



MARVEL TEAM UP ANNUAL  
MARVEL COMICS GROUP



ANOTHER BLUES BROTHERS SCAN BY:  
bluejeff1954

COCKRUM

DOUBLE  
THE ACTION!  
DOUBLE  
THE THRILLS!

Stan Lee PRESENTS: **SPIDEY AND-- THE UNCANNY X-MEN TOGETHER!**

FROM A PLOT BY  
BILL MANTLO,  
CHRIS CLAREMONT,  
& BONNIE WILFORD...

BILL  
MANTLO  
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SAL BUSCEMA &  
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ARCHIE  
GOODWIN  
EDITOR

# The LORDS of LIGHT and DARKNESS!

35 PAGES OF MIND-BOGGLING  
MIGHTY MARVEL MAGNIFICENCE!  
-BY THE PEOPLE WHO OUGHT TO KNOW!!!

CHAPTER 1

THE  
NEST!

## HYDROGEN WARHEAD BLASTS OUT CAVERN

PAHUTE MESA, Nev., Nov. 20 (UPI)—A hydrogen warhead, possibly 50 times as devastating as the atomic bombs dropped on Japan, blasted out a molten cavern 2,600 feet below this test site today and stayed high above buildings 80 miles away in Las Vegas.

The blast, code-named "inlet," bounced off the earth above ground into the sky several feet and registered seismographic instruments as far away as Seattle and Weston, Mass.

A dust cloud appeared in the sky following the 5 A.M. detonation.



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THE  
NEST.

"A HIVE OF TOP-SECRET  
GOVERNMENT ACTIVITY  
STUCK AWAY IN THE NO-  
MAN'S LAND OF THE  
NEVADA DESERT."



"NEVER THOUGHT  
I'D DIE THERE!"



"...FOR BOTH A SMOOTH  
RIDE AND A MASTERFUL  
DISSERTATION ON THE  
FINE ART OF  
CHAMPIONSHIP  
FOOTBALL."



"I DIDN'T LIKE IT--ANY OF IT--  
FROM THE MOMENT I WAS  
STOPPED BY ONE OF DR.  
MARSHALL'S AUTOMATED  
MP'S--"



"...TO THE MOMENT MY WHOLE  
LIFE FLASHED ACROSS THE  
THING'S FACE IN A DISPLAY OF  
COMPUTER GRAPHICS. NOT  
MUCH TO READ ON THAT CARD."



"ALL OF WHICH I COULD HAVE  
TOLD THE BLASTED THING."

"STEPHEN MARCHESI,  
42, MARRIED... DIVORCED.  
SPECIAL-PROJECTS  
INVESTIGATOR FOR THE  
UNITED STATES SENATE."



"TOO MUCH SECRECY,  
TOO MANY DOLLARS."



--AND IF HE'S HIDING ANYTHING, IT'S SO SECRET EVEN SHIELD COULDN'T FIND OUT ABOUT IT!

HELLO, STEPHEN!

HELLO, BRIAN.

"BRIAN MANN, ONE OF THE WORLD'S FOREMOST NUCLEAR PHYSICISTS--"

--AND PROJECT-ADMINISTRATOR AS WELL AS DESIGNER OF THE NEST.

HOW DO YOU LIKE OUR LITTLE HIDEAWAY, STEPHEN?

IT TOOK SEVEN YEARS TO CARVE THIS INSTALLATION FROM THE HEART OF THE MESA WITHIN WHICH IT RESTS! SEVEN YEARS--

--SO THAT I AND MY SEVEN COLLEAGUES COULD DEVOTE OURSELVES TO SOLVING THE PROBLEM OF THE WORLD'S DEPLETING ENERGY RESOURCES!

BUT, THEN-- YOU KNOW ALL THAT!

"I KNEW."

"DR. VIC NORMAN, BIO-PHYSICIST. HIS JOB WAS TO SEE HOW LIFE FARED UNDER EXPOSURE TO INTENSE RADIATION."

HONORED, MR. MARCHESI.

"JAN MAARSHALL, ELECTRICAL ENGINEER. IT WAS HE WHO CREATED THE ROBOT GUARDIANS OF THE PROJECT.

HELLO, MY FRIEND.

"NAMING THEM 'RAKKS' IS A FUN ON THE FEARSOME RAKSHASAS--THE DEMON-GUARDIANS OF HELL IN HINDU MYTHOLOGY. SOME FUN."

"KAREN LEE, GEOLOGIST. I UNDERSTOOD WHY SHE DIDN'T TURN TO GREET ME."

"KAREN WAS MY EX-WIFE... AND OUR FINAL PARTING HAD NOT BEEN... CORDIAL."

VERY GLAD TO MEET YOU, MR. MARCHESI.

"I'LL BET."

HAVE A GOOD FLIGHT, STEVE?

"MARTIN AARONSON, RADIATION EXPERT."

"AND RANDY TATE, PROJECT OVERSEER. A SCIENTIFIC EUPHEMISM FOR GOLF FRIDAY... NOT THAT SHE'D MIND."

HI, STEVE! WELCOME ABOARD.

"SI FAN CHUNG, ASTRONOMER. WHEN I LOST KAREN, HE WON. PAST HISTORY. NO REGRETS."

"A WHOLE LIFE SPENT LISTENING FOR THE CLICK OF A GEiger-COUNTER."

"SHE SHOULD HAVE STAYED A STEWARDESS."

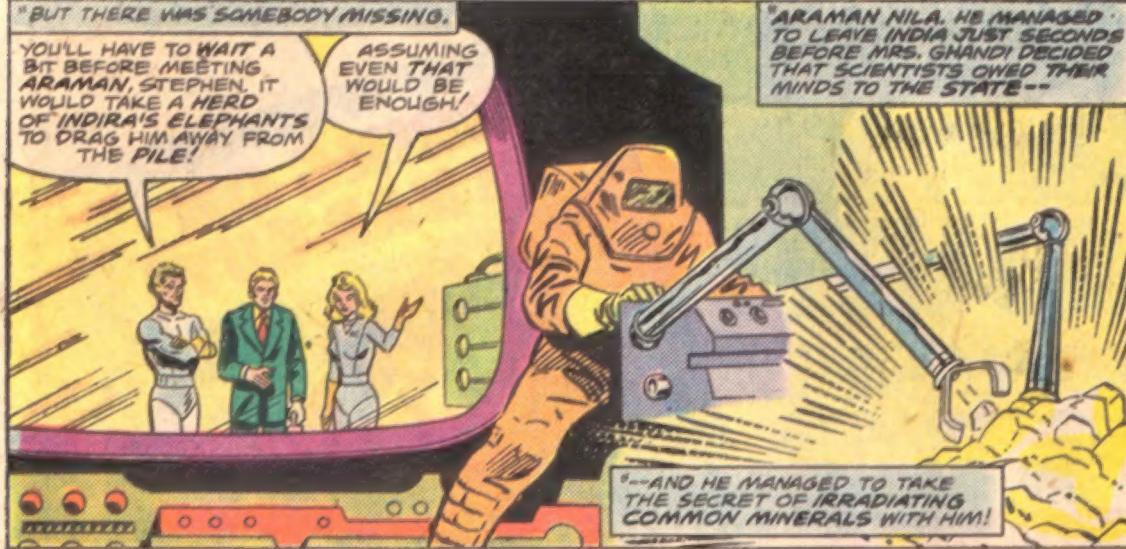
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"BUT THERE WAS SOMEBODY MISSING."

"YOU'LL HAVE TO WAIT A BIT BEFORE MEETING ARAMAN, STEPHEN. IT WOULD TAKE A HERD OF INDIRA'S ELEPHANTS TO DRAG HIM AWAY FROM THE PILE!"

"ASSUMING EVEN THAT WOULD BE ENOUGH!"

"ARAMAN NILA. HE MANAGED TO LEAVE INDIA JUST SECONDS BEFORE MRS. GHANDI DECIDED THAT SCIENTISTS OWNED THEIR MINDS TO THE STATE--"



"THE NILA PILE! THE MOST INCREDIBLE HARNESSING OF ENERGY KNOWN TO MAN."

"AND MAYBE THE MOST DEADLY!"

"DOCTOR MANN! I'M PICKING UP SOMETHING ON MY INSTRUMENTS!"

"TREMORS!"

"AN EARTHQUAKE!"

"DIRECTLY, BENEATH US!"

"MY GOD, GIRL!"

"DO YOU KNOW WHAT YOU'RE SAYING??"

"SHE KNEW."

"AND A SECOND LATER, SO DID THE REST OF US!"

**SKRAKK!**

"THE FIRST SHOCK TORE THE ARM-EXTENDING WALDOES OUT OF THE ASTONISHED HINDLU'S HANDS--"

"--AND WITH THE SECOND SHOCK THE NEST BEGAN TO COME APART LIKE A CHEAP ERECTOR SET!"

"STABILIZE THE PILE, BLAST YOU!"

"OR WE'RE ALL DOOMED!"

"DOOMED? NOW WHAT DID HE MEAN BY--"

OH, LORD, IT CAN'T  
END LIKE THIS!

NOT LIKE  
THIS!

THE PLEXI-SCREEN  
BETWEEN US AND THE  
PILE! IT--

--IT'S BEEN  
SHATTERED  
BY THE  
QUAKE!

NILA WAS CLOSEST, NOT THAT  
DISTANCE MATTERED, STARING  
THROUGH A BROKEN PLEXI-  
SCREEN AT THE THING THAT  
WAS GOING TO KILL US ALL!

"THEY STARED...  
AND LORD HELP ME...  
I BEGAN TO  
UNDERSTAND!"

"WE'VE ALL BEEN  
EXPOSED TO A  
LETHAL DOSE  
OF RADIATION!"

I--I  
AM SORRY,  
MY  
FRIENDS...

SO...  
VERY  
SORRY...

"THAT IS WHEN THE FILE  
BEGAN TO GLOW--TO THROB.

"TO PULSE AS THOUGH  
BENEATH ITS ELEMENTAL  
MASS THERE BEAT A  
LIVING HEART!"

--AND I DIDN'T  
HEAR ANYTHING  
ANY LONGER--

--BECAUSE THAT'S  
WHEN STEPHEN  
MARCHESI, 42,  
MARRIED AND DIVORCED  
AND HOLDING DOWN A  
HIGH-PAYING, LOUSY  
JOB--

"I HEARD RANDY TATE  
SCREAM, THEN THE SCREAM  
ENDED IN MID-NOTE--"

SKR RODOM!

--DIED!

PAHUTE MESA, NEVADA, FORMERLY  
A TOP-SECRET GOVERNMENT PROJECT-  
SITE. CODE NAME: THE NEST.

"PROJECT CANCELLED  
IN SEPTEMBER OF 1975.  
REASON: UNKNOWN."

"AND ONLY A SLOWLY COOLING  
SLAG HEAP REMAINS."

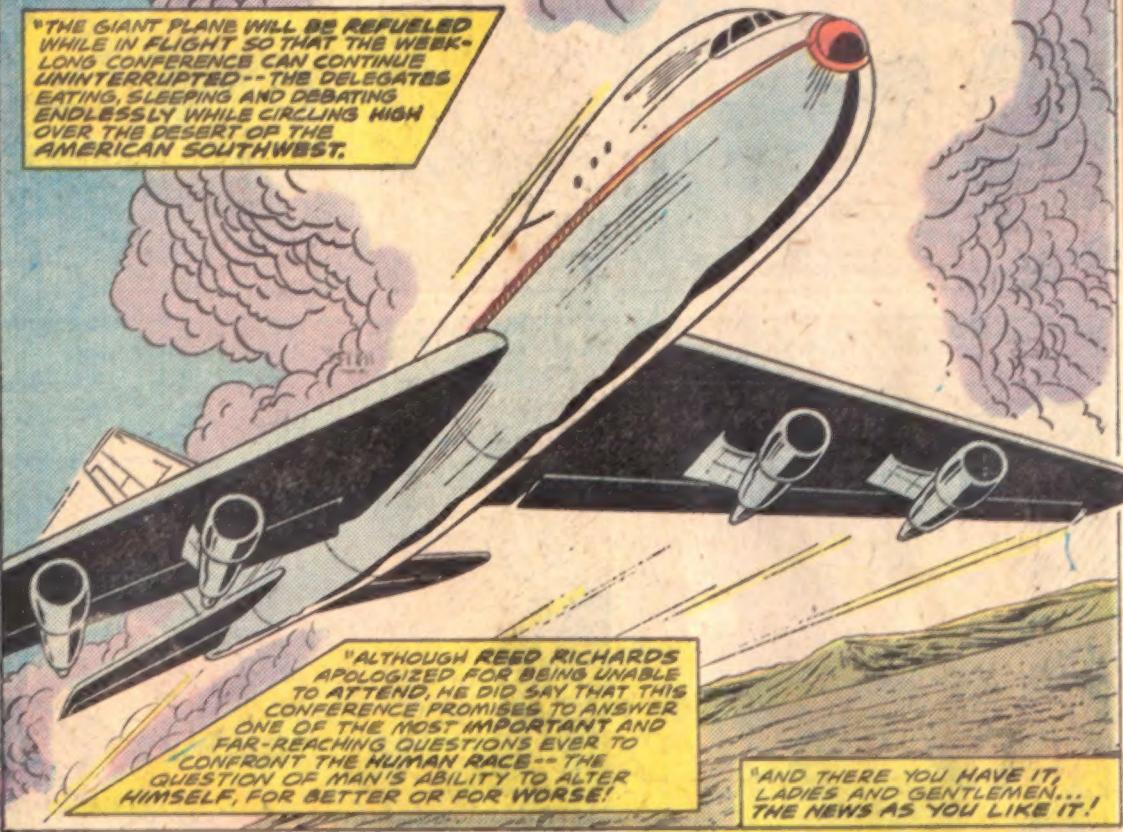
"NOT THAT I CARE.  
I'M DEAD."

## CHAPTER II DAY OF THE DEMONS!

"NEWS ITEM: TODAY, THE WORLD'S FIRST INTERNATIONAL CONFERENCE ON MAN-MADE MUTATION IS CONVENING WITH REPRESENTATIVE SCIENTISTS FROM ALL MEMBER-NATIONS, AS WELL AS A HOST OF REPORTERS, ABOARD AN AIRBORNE BOEING 747."

"THE GIANT PLANE WILL BE REFUELED WHILE IN FLIGHT SO THAT THE WEEK-LONG CONFERENCE CAN CONTINUE UNINTERRUPTED--THE DELEGATES EATING, SLEEPING AND DEBATING ENDLESSLY WHILE CIRCLING HIGH OVER THE DESERT OF THE AMERICAN SOUTHWEST."

HEY, SANDY...  
ANY MORE  
COFFEE  
BACK THERE?



"ALTHOUGH REED RICHARDS APOLOGIZED FOR BEING UNABLE TO ATTEND, HE DID SAY THAT THIS CONFERENCE PROMISES TO ANSWER ONE OF THE MOST IMPORTANT AND FAR-REACHING QUESTIONS EVER TO CONFRONT THE HUMAN RACE--THE QUESTION OF MAN'S ABILITY TO ALTER HIMSELF, FOR BETTER OR FOR WORSE!"

"AND THERE YOU HAVE IT, LADIES AND GENTLEMEN... THE NEWS AS YOU LIKE IT!"



--BUT WILLING TO QUESTION THEM AS WELL! I'D LIKES YOU TO MEET PETER PARKER, DOCTOR! PETER'S HERE AS BOTH AN AUDITOR AND REPORTER.

ON THE ONE HAND, HE'S HERE TO LEARN FROM US ELDER STATESMEN-- AND ON THE OTHER, HE'S OUT TO MAKE SURE WE KNOW WHAT WE'RE TALKING ABOUT!

MOSTLY TO LEARN, SIR LIONEL!

OF COURSE, MY BOY! ALTHOUGH I'M SURE YOUR PUBLISHER-- MR. JAMESON-- WOULD HAVE SOMETHING TO SAY ABOUT THAT! BUT NOW LET ME INTRODUCE--

VBRY PLEASED MEET FOR TO YOU, COMRADE!

DELIGHTED, MY BOY!

ER-- ONE OF YOU MUST BE DR. MISHKIN, OF THE SOVIET UNION, BUT...

I AM DR. MISHKIN! BORIS, HERE, IS MY TRANSLATOR! HE'S NOT VBRY GOOD--

WHY SINGLE ME OUT, SIR-- FROM ALL THE OTHER REPORTERS ON THE PLANE?

BECAUSE YOU, PETER, ARE PROBABLY THE ONLY REPORTER ABOARD STUDYING FOR A DEGREE IN PHYSICS!

BESIDES-- YOUR PROFESSORS ASKED ME TO WATCH OVER YOU! PROTECT YOU FROM THE WOLVES, AS IT WERE!

I DON'T CARE ABOUT INTERNATIONAL COOPERATION, DOCTOR. WE'RE IN A COLD WAR AND NO AMOUNT OF TALKING IS GOING TO CHANGE THAT!

AND SPEAKING OF WOLVES...

SENATOR TURNER, YOU MEAN?

#FOLLOWERS OF SKULL THE SLAYER OUGHT TO RECOGNIZE HIM. -- ARCH.

HE MEANS ME, ALL RIGHT! LIKE ALL SCIENTISTS, HE BELIEVES HIS WORK BELONGS TO MANKIND-- INSTEAD OF THE GOVERNMENTS WHO PAY FOR IT?

RIGHT, PARKER! HE'S UNDER INVESTIGATION FOR IMPROPER USE OF MILITARY FUNDS-- SOMETHING TO DO WITH THE DISAPPEARANCE OF HIS SON IN THE BERMUDA TRIANGLE!

-- IT MAY BE THE ONLY INTERESTING SHOT I GET DURING THIS WHOLE TRIP!

SOMETHING ABOUT TURNER I CAN'T SEEM TO REMEMBER...

AND FURTHERMORE, SIR LIONEL--

WELL, IT'S NOT MUCH-- BUT MAYBE JAMESON OR ROBBIE CAN MAKE SOMETHING OUT OF IT! BESIDES--

NOT LIKELY, PETER.

THERE'S ALSO THE QUESTION OF OUR "MYSTERY PASSENGERS" UP IN FIRST CLASS!

HOW REED RICHARDS CONVINCED THE AIRLINE TO LET THEM RIDE GRATIS I'LL NEVER--

IT WAS ACTUALLY QUITE SIMPLE, SENATOR.

WHO--?

WHEN RICHARDS RELUCTANTLY INFORMED THE CONFERENCE THAT HE WOULD BE UNABLE TO ATTEND--

--KNOWING MY INTEREST IN MUTATIONS, HE SUGGESTED THAT I BE ALLOWED TO ATTEND IN HIS PLACE!

I AM PROFESSOR CHARLES XAVIER, SENATOR--AND THESE YOUNG PEOPLE BEHIND ME--

--ARE MY STUDENTS!

WHICH IS EXACTLY WHAT I WAS TALKING ABOUT!

RICHARDS IS AS BAD AS THE REST--THINKING HE CAN GET ANYTHING HE WANTS JUST BY ASKING FOR IT!

IF RICHARDS GETS ANYTHING FROM THE GOVERNMENT OR THE PUBLIC, SENATOR--I'M SURE IT'S OUT OF GRATITUDE FOR ALL HE'S DONE FOR THEM!

I DON'T THINK THE SENATOR GETS THE PICTURE, PROF--

--SO MAYBE I'LL JUST PAINT HIM ONE!

DUH-OH!

AND JUST WHO DO YOU THINK YOU ARE?

IT'S NONE OF YER BUSINESS, BUB--

--AN' I DON'T MUCH LIKE YER TONE!

IT NEEDS A TOUCH MORE RESPECT IN IT!

WHY YOU--!

HEY! THIS IS A CONFERENCE, REMEMBER? NOT A WRESTLING MATCH!

PEOPLE ARE SUPPOSED TO REASON WITH EACH OTHER!

LET HIM GO, WOLVERINE--LET HIM GO, NOW!

I AM REASONIN'--MY WAY!

BUT AT THAT MOMENT...

BRAD! UP AHEAD OF US!

I SEE IT, MARK!

A BLACK CLOUD DIRECTLY IN OUR PATH!

AND THE INSTRUMENTS ARE GOING CRAZY-- VISIBILITY DOWN TO ZERO!

CAN'T KEEP HER STEADY! WE'RE DIVING!

NO TIME TO WARN THE PASSENGERS!

AND WHAT OF THE PASSENGERS?

LOOK OUT! I'M FALLING--!

WHAT IN THE NAME OF HEAVEN--?

GOOD LORD! FIRST THE ENGINES CUT OFF--AND NOW THE PLANE'S TRYING A SWAN DIVE!

SCOTT! WHAT'S HAPPENING?

I--I DON'T KNOW, JEAN!

IT FEELS LIKE SOMETHING GRABBED THE PLANE AND IS TRYING TO SHAKE US TO PIECES!

I HAVE YOU, PROFESSOR!

DON'T WORRY ABOUT ME, ORORO!

SEE TO THE OTHER PASSENGERS!

AND TRY TO FIND OUT WHAT'S CAUSING THIS!

CONSIDER IT DONE, CHARLES XAVIER.

LOOK!

OUT THE WINDOW!

WE'VE BROKEN OUT OF THE CLOUD--

--AND NOW SOMETHING'S SHOOTING UP AT US FROM THE GROUND!!

LIKE--  
LIKE  
GUIDED  
MISSILES!

NO' THEY'RE NOT  
MISSILES! BUT THEIR  
DESIGN IS SO...  
FAMILIAR! I'M SURE  
I'VE SEEN IT--

--OR COURSE! THEY  
WERE FEATURED IN  
THE BUGLE ABOUT  
TWO YEARS AGO--  
INVENTED BY A  
SWEDISH SCIENTIST  
NAMED MARSHALL!

...DEMONS  
WHOSE FUNCTION  
WAS TO SERVE AS  
THE GUARDIANS  
AT THE GATES  
OF HELL!"

WE JOKED ABOUT  
CHRISTENING THEM  
RAKKS--AFTER  
SOME KIND OF  
MYTHOLOGICAL  
DEMONS--

WHEN THEIR VERTICAL FLIGHT  
IS HALTED... AND THE RAKKS  
HANG SUSPENDED IN MID-  
AIR BEFORE THE GIANT  
AIRCRAFT...

RAKKS. NO ONE ASKS HOW THEY SURVIVED THE HOLOCAUST OF A THERMO-NUCLEAR MELT-DOWN, BECAUSE NO ONE ABOARD THE PLANE IS AWARE SUCH A HOLOCAUST HAD EVER TAKEN PLACE.

...AND BEAMS  
OF ENERGY  
FLASH OUT FROM  
THEIR  
EXPRESSLESS  
MECHANOID FACES...

...SHEARING THE  
NOSE OFF THE  
PLANE IN  
MIDFLIGHT...

MY EYES!  
BURNING!

I-I CAN'T  
SEE!!

STRAKK!

THE PAIN!  
OH, LORD--  
THE PAIN!!

...THE TIME FOR QUESTIONS IS  
SUSPENDED, INDEFINITELY!

THE PILOTS HAVE  
BEEN INJURED, PRO-  
FESSOR! WE FLY  
WITHOUT  
GUIDANCE!

DA,  
PROFESSOR!

BUT  
TO DO  
WHAT??

WE'LL  
WORRY ABOUT  
THAT AFTER  
WE PULL THE  
PLANE OUT OF  
THIS DIVE,  
RASPUTIN!

IF  
WE PULL  
IT OUT!

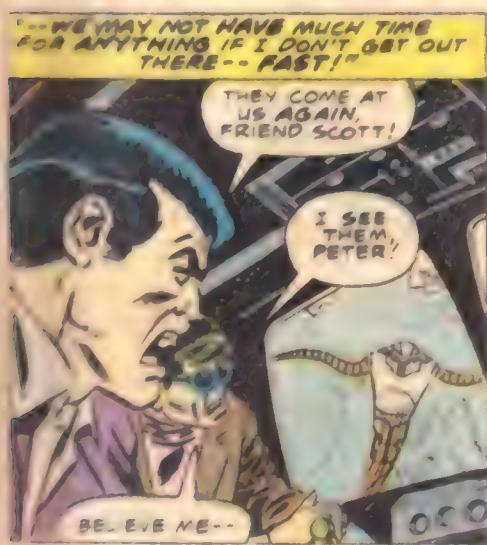
I RECOGNIZED XAVIER AND  
A FEW OF THE OTHERS  
IMMEDIATELY-- SO I  
ASSUMED THE REST MUST  
BE THE NEW X-MEN THE  
PAPERS WERE TALKING  
ABOUT!

--AND SINCE  
THEY'RE TAKING  
CARE OF  
THINGS--

--PETER  
PARKER--  
JUST TAKE  
ADVANTAGE  
OF ALL THE  
CONFUSION  
TO SLIP AWAY--

SCOTT!  
PETER! ONLY  
YOU TWO ARE  
CLOSE ENOUGH!

\*PETER'S MET THE X-MEN  
BEFORE... MARVEL TEAM-  
UP #4 BEING THE MOST  
RECENT OCCASION-- ARCH



I WON'T ASK HOW YOU JUST HAPPENED TO BE ABOARD THIS PLANE, MY BOY--BUT YOUR PRESENCE IS MOST WELCOME!



THANKS, PROP--BUT I HAVE A FEELING YOU'RE GONNA HAVE YOUR HANDS FULL EXPLAINING AWAY YOUR "STUDENTS" BEING SUPER-HEROES WHEN THIS IS ALL DONE!

PERHAPS, BUT AT THE MOMENT THERE IS A FAR GREATER THREAT TO CONCERN OURSELVES WITH.



ORORO! SEAN!



SURE, AN' WE'RE WAY AHEAD OF YE, PROFESSOR!

RAITH! I WAS BEGINNIN' T' THINK YE'D NEVER GET AROUND T'GIVIN' THE WORD!

SPIDER-MAN HAS SEALED THE HOLE RENT IN THE AIRCRAFT'S SIDE BEHIND US WITH HIS WEBBING, SEAN, STOPPING THE DEPRESSURIZATION WITHIN THE CABIN!

WE NEED NOT FEAR FOR THE PASSENGERS ANY LONGER!

AH, BUT THEN WHAT ABOUT THEM AFEARIN' FER US, STORM?



AFTER ALL--WE DID LEAP FROM A PLANE HUNDREDS OF FEET OFF THE GROUND!



BUT THEY COULD NEVER UNDERSTAND--

--THE SHEER GLORIOUS BEAUTY OF UNRESTRAINED FLIGHT!

AYE, 'TIS TRUE, LASSIE!

BUT I'M THINKIN' WE'RE NOT TO KNOW IT FER LONG UNLESS WE DO SOMETHIN' ABOUT YONDER BEASTIES!

AN' DO IT T' THEM BEFORE THEY GET AROUND T'DOIN' IT TO US!

THEN LET US BE ABOUT IT, BANSHEE!

UNFORTUNATELY, WE CAN'T STAY TO WATCH...

...'CAUSE THEN WE'D MISS WHAT'S GOING ON AT THE SAME MOMENT ELSEWHERE!

CYCLOPS! THEY HAVE COME THROUGH THE BAGGAGE COMPARTMENT--!

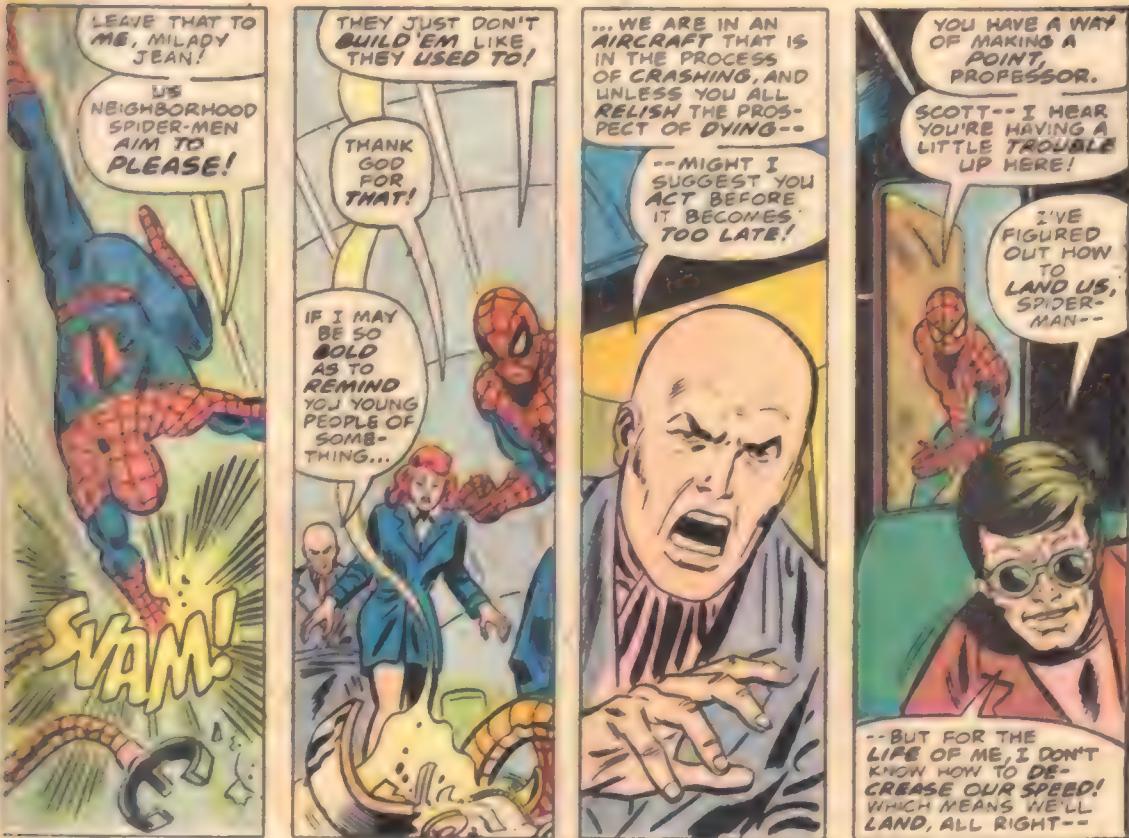
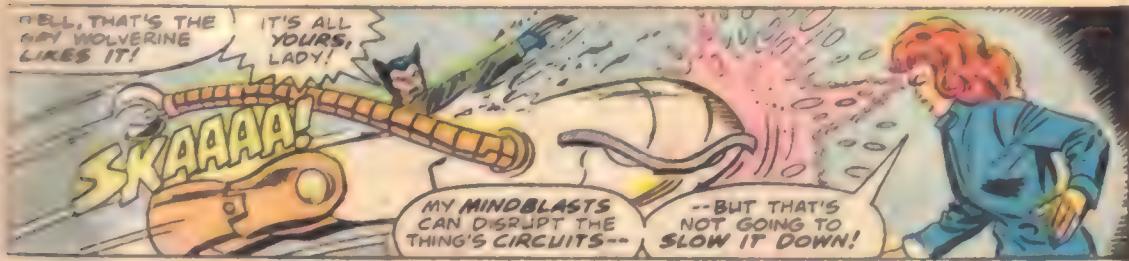


...AND THE ATTACKING RAKK IS HURLED BACKWARDS OUT OF THE SHIP'S CABIN BY THE CHARGING FIGURE OF...

...COLOSSUS!

YOU ARE NOT WANTED HERE, MACHINE!





...BUT TOO FAST FOR IT  
TO DO US ANY GOOD!"

AND  
ELSEWHERE...

THE BEASTIES  
APPEAR T BE  
BASIN' OFF  
A WEE BIT--

EEEEE!

BUT NOT  
ENOUGH T LET  
US GET BACK  
"EVILOPS AN'  
TH' OTHERSY"

THEY SEEK TO  
DELAY US,  
BANSHEE--

...NME  
THE  
PLANE  
CRASHES!

THEY  
MUST NOT  
SUCCEED!!

LOOK, CYKE. IF I  
CAN BLOW US--

--CAN YOU GET  
US DOWN IN  
ONE PIECE?

I THINK SO,  
SPIDER-MAN!

BUT  
HOW--?

JUST WATCH,  
FRIEND--

--AND YOU'LL  
SEE A TRICK  
I PICKED UP  
FROM REED  
RICHARDS!  
DONE  
SPIDER-  
STYLE--

--OR, THE DRAMATIC  
DEATH OF A  
LIVING LEGEND!

MEANING  
ME!

DO  
YOUR  
STUFF!

FANTASTIC FOUR  
#166 -- MARY.

THE DRAO-  
CHUTE OF  
WEBB WO  
SHADE  
TAUT AND  
FOR A  
MOMENT  
THE HUGO  
PLANE  
LURCHED IN  
A D FLIGHT

C'MON,  
HEBBING!

AND THEN SLOWLY,  
AT FIRST ALMOST  
IMPERCEPTIBLY...

...ITS SCREAMING PLUNGE  
THROUGH THE AIR BEGINS  
TO SLOW...

AND THEN THE  
LANDS...

...IN A MANNER  
OF SPEAKING.

BANSHEE!  
COULD  
ANYONE...  
LIVE  
THROUGH  
THAT?

TH' WEB-SLINGER  
DID, STORM! HE'S  
LEAPIN' CLEAR!

VA-SHTOOM!

BUT WHAT  
OF THE  
OTHERS!??

MY  
HEAD!

DID  
ANYBODY  
GET THE  
NUMBER  
OF THAT  
TRUCK?



--IS BEGINNING TO UPSET  
OUR FELLOW PASSENGERS!!

WHAT IN HEAVEN'S  
NAME IS GOING  
ON? WERE WE  
SABOTAGED?

NO!  
WE WERE  
ATTACKED!



THEY WEREN'T AFTER US,  
DOCTOR! THEY WERE  
AFTER THE MUTIES!

OR HAVEN'T  
YOU YET  
RECOGNIZED  
OUR  
"MYSTERY  
PASSENGERS"?



SENATOR, WE JUST SAID  
YOUR NECK--AND IF YOU  
CAN'T UNDERSTAND  
THAT--



GENTLEMEN, THERE  
IS NO NEED FOR  
THIS BICKERING.

DA' NO  
NEED IS  
THERE  
FOR TO...

BORIS. PLEASE!  
SENATOR TURNER,  
OUR ATTACK WAS  
NOT "MASTER-  
MINDED" BY  
THESE X-MEN!

NO? WHAT  
MAKES YOU  
SO SURE,  
RUSSIE--

--UNLESS IT WAS  
YOUR PEOPLE  
WHO WERE  
BEHIND IT?

MAYBE YOU  
COMMUNISTS AND  
THE MUTIES ARE  
WORKING HAND-IN-  
GLOVE!

KEEP PUSHIN',  
BIG MOUTH--  
AN' YER GONNA  
FIND YERSelf  
SLICED!

AN' THIS TIME  
I DON'T THINK  
EVEN LEADER  
MAN'LL TRY  
AN' STOP ME!

AH, YOU AMERICANS!  
TOO MUCH TELEVISION!  
THAT'S WHAT CAUSED  
YOUR STRANGE PRE-  
DELICION FOR VIOLENCE!

BORIS!

BUT HAD YOU GIVEN  
ME A CHANCE TO  
PROVE THE VERACITY  
OF MY CLAIM, SENATOR  
--I COULD HAVE SHOWN  
YOU-- THIS!

DA  
TOO  
MUCH--

THE WORLD'S MOST  
SOPHISTICATED RADIA-  
TION-DETECTOR--!  
INVENTED SPECIFICALLY  
TO BE UNVEILED AT  
HS CONFERENCE--

--BY  
ME!

HMM. VERY  
INTERESTING! I  
HAVE USED THIS  
DEVICE IN MY  
LABORATORY TO  
CHECK ROENTGEN  
LEVELS IN  
IRRADIATED  
ANIMALS--

--BUT  
NEVER  
HAVE I  
RECEIVED  
SO  
STRONG  
A  
READING!

PROFESSOR! THERE IS A  
SIMILARITY BETWEEN MY  
COUNTRYMAN'S DEVICE  
AND YOUR CEREBRO!

YES, PETER.  
I'D  
NOTICED  
THAT!

BUT WHAT--  
OR WHO--  
IS IT  
DETECT-  
ING?

THE READING I  
AM RECEIVING  
IS COMING-- MOST  
DEFINITELY--

THERE  
MY  
FRIENDS!

FROM  
THERE!!

MILES OFF, ACROSS  
THE DESERT--

A SMUDGE OF BLACK WHERE  
BLUE SKY MEETS BRILLIANT  
WHITE HORIZON



## CHAPTER 3:

# INTO HELLPIT!

CYCLOPS!  
WE'VE FOUND  
US A WEE  
CRACK  
IN THE  
MOUNTAIN!

THE STEWARDESS CLAIMED  
TO HAVE SEEN THE ROBOTS  
EMERGE FROM THE EARTH!  
PERHAPS THIS--?

NO  
QUESTION,  
PETER!

THIS IS WHAT  
WE'RE AFTER!

THINK YOU CAN  
KEEP UP WITH  
US, WEB-HEAD?

SCOTT!  
WHAT  
IS IT!?

WATCH  
IT, E-F!  
I  
BITE!!

I'VE BEEN  
KEEPING UP  
FOR YEARS,  
FRIEND--

--AND SINCE I DON'T  
HEAR THEM TALKING  
ABOUT YOU AS THE  
"AMAZING WOLVERINE"--  
I MUST BE DOING  
SOMETHING RIGHT!

WOLVERINE SEEKS TO  
BAIT YOU, MY FRIEND!  
HE SEEMS TO FIND SOME  
MEASURE OF SECURITY  
IN THE BELITTLING OF  
OTHERS!



"BUT SUDDENLY ALL SUCH CONCERNS BECOME QUITE--"

--ACADEMIC!

HANG ON, PEOPLE! THE MOUNTAIN'S TRYING TO SHAKE US OFF!

SCOTT! WHAT--?

IT FEELS LIKE AN EARTHQUAKE, JEAN!

PA, COMRADE CYCLOPS! BUT-- IT IS CONFINED TO THIS ONE SPOT!!

LOOK! THE TREMORS HAVE STOPPED--

--AND THE RADIATION SCREEN IS GETTING BRIGHTER!

AT LEAST WE'RE ON THE OUTSIDE, MS. GREY--

--BUT WHAT ABOUT THE TWO WHO FLEW IN???

EVERYTHING IS... MELTED, BANSHEE! TWISTED!

EVEN THE ROCK ITSELF!

I SEE IT, LASS! BUT I DUNNA KNOW WHAT COULD HAVE--

--STORM!!!

LOOK OUT, LASS!!

STORM!!!

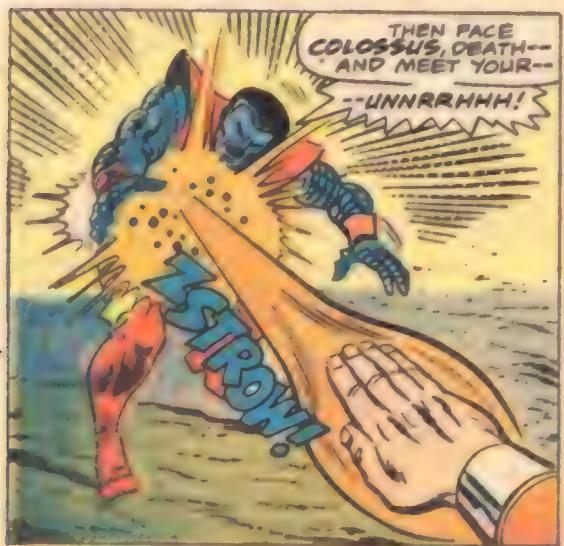
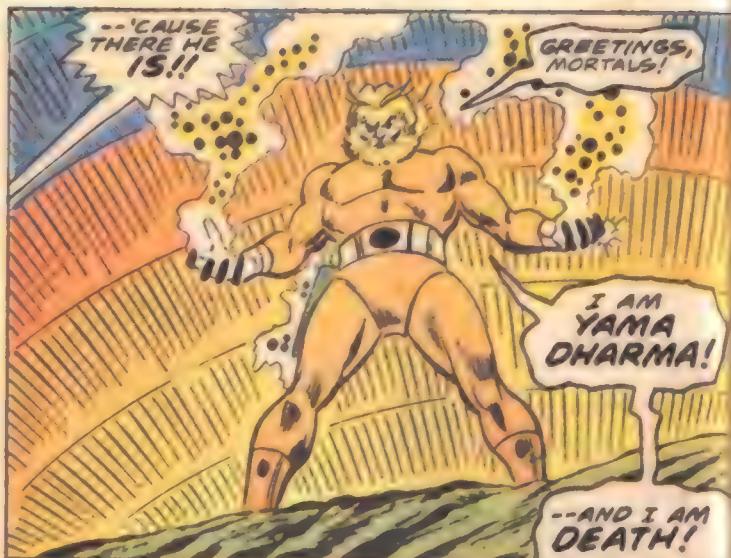
AN' NOW IT'S TEARIN' AT ME! --AT MY MIND!

AN' I DON'T KNOW HOW T'STOP IT--

SHE'S DROPPIN'!! THE ENIDISH THINGY HURT HER!

--BECAUSE-- LORD HELP ME--





THE X-MEN HOLD  
THEIR OWN--BUT,  
LIKE SPIDER-MAN,  
THEIR MOVEMENTS  
ARE ALL  
DEFENSIVE!

SUCH ACTION DOES  
NOT SUIT  
NIGHTCRAWLER!

WHEN  
TELEPORTING  
BEHIND OUR  
ENEMY--

--MAY SHIFT ONE'S  
POSITION TO THAT OF  
THE AGGRESSOR!



E GOIN' PIXIE!  
NOW IT'S  
WOLVERINE'S  
TURN!

SSRRKK!

YOU CALLED  
YOURSELF  
SOME kinda  
DEATH-GOD,  
BUT WELL--

--DEATH IS  
MY BUSINESS--

--AN' YOU AIN'T SEEN  
NOTHIN' YET!

POOR, FOOLISH MOR-  
TAL! TO THINK THAT  
ONE SUCH AS YOU  
SHOULD SPEAK OF  
SENDING TO  
EXTINCTION--

OH

OH  
LORD.

--ONE WHO HAS  
BEEN THERE  
AND BACK!

GET  
AWAY,  
FROM ME.  
YA FREAK!  
YOU AIN'T  
REAL!

YOU  
CAN'T  
BE  
REAL!!

LOOKS LIKE RAZOR-  
NAILS BIT OFF MORE  
THAN HE CAN CHEW!

WHICH MEANS  
IT'S UP TO  
ME TO HAUL  
HIS ASHES  
OUT OF THE  
FIRE!

I DON'T PARTICULARLY  
LIKE THAT X-MAN  
YOU'RE ATTEMPTING  
TO CARVE, FRIEND--

BUT US  
SUPER-TYPES  
HAVE GOT TO  
STICK  
TOGETHER!

IT'S  
IN OUR  
CON-  
TRACTS!

THE WALL CRAWLER'S  
LEAP IS DESTINED  
NEVER TO END...



...AT LEAST, NOT THIS SIDE  
OF CONSCIOUSNESS!

**WREEEEEE**

THAT  
SOUND!  
SPLITTING  
MY HEAD  
OPEN!

CAN'T  
STAND IT  
BLACKING  
OUT!

THE HIGH-PITCHED  
WAILING RENDS THE AIR,  
DRIVING ALL IN ITS  
RANGE TO THE BRINK  
OF MADNESS...

...AND BEYOND,  
AS IT PIERCES TO  
THE VERY FIBERS  
OF THEIR MINDS.



THE X-MEN DROP...  
ONE BY ONE...

...BY  
ONE!

WHY DO YOU NOT JOIN  
THE OTHERS, METAL  
ONE? WHY DO YOU  
STRIVE AGAINST THE  
INEVITABLE?



BECAUSE  
I...  
MUST!

THEN FORGIVE US,  
NOBLE ONE! FOR WE  
TOO, DO ONLY THAT--



KALI, KALI! GODDESS  
OF DARK MADNESS!  
WERE WE NOT SO MUCH  
ALIKE--I THINK I  
MIGHT LOVE YOU!

THAT MAY NEVER  
BE, MY LORD, FOR  
YOUR ROLE IS THAT  
OF KEEPER OF THE  
DEAD!--A VERY  
ORDERLY  
ENDEAVOR--



BUT ENOUGH!  
OUR WAY IS  
CLEAR!

THE  
WOMAN--?

YES, IT IS HER  
MIND WE SENSED  
FROM WITHIN  
THE NEST!

SHE'S  
THE ONE!



# CHAPTER 4: A GATHERING OF GODS!

VOICES.  
YET NOT  
VOICES.

RINGING WITHIN  
YOUR MIND,  
JEAN GRAY,  
PROBING. CALLING.  
INSISTENT.

BEHIND YOU, SPIDER-MAN AND  
THE X-MEN HANG SUSPENDED  
IN A SHIMMERING FIELD OF  
FORCE. YOU ARE UNAWARE  
OF THAT.

BEFORE YOU STAND EIGHT  
BEINGS. THEY STARE AT YOU  
AND IT IS THEIR VOICES YOU  
HEAR... IT IS THEY WHO  
HAVE REMOVED YOUR  
CLOTHING AND REPLACED  
IT WITH YOUR UNIFORM.

THE GARB  
OF THE  
PHOENIX!

FUNNY, HOW YOU CAN  
KNOW THAT WHILE  
FLOATING IN  
NOTHINGNESS.

FLOATING... BUT  
STILL THE VOICES  
CALL YOU... REFUSING  
TO LET YOU JUST  
DRIFT AWAY.

CALLING UNTIL THE  
WARM DREAM IS  
BROKEN... UNTIL  
YOUR EYES OPEN.

OH!

MY  
GOD!!

GODS, FAIR LADY, WE ARE  
PLEASED THAT YOU HAVE  
SEEN FIT TO...

...AWAKEN.

THAT WILL  
REASSURE YOUR FRIENDS,  
AS THEY HAVE BEEN  
AWAITING YOU...

--MOST  
IMPATIENTLY!

JEAN!  
ARE YOU  
ALL RIGHT?

WHERE  
ARE WE?  
WHAT'S  
HAPPENED?

WE'RE SOMEWHERE INSIDE  
THE MOUND JEAN! THEY...  
IMPRISONED US IN THIS  
FORCE-FIELD--AND THEN  
WENT TO WORK ON YOU!

I--I'M TRYING TO  
REACH YOU WITH  
MY MIND-BLAST,  
SCOTT...

--BUT  
IT JUST  
BOUNCES  
OFF!

WELL, THAT  
DOES IT CYCLOPS!  
HER POWER HAS  
THE ONLY ONE WE  
HADN'T TRIED  
AGAINST THIS THING!

THEY'VE  
GOT US,  
FRIEND,  
BUT  
GOOD!

WHO ARE  
YOU? WHAT  
DO YOU  
WANT  
OF US??

YOU!

I...AM CALLED  
BRAHMA,  
P-GEN X

THE  
CREATOR.

AGAIN SHE FEELS  
THEIR EYES  
UPON HER.

HER MIND INVERTS, AS TIME  
TURNS BACK UPON ITSELF, TO  
THE MOMENT OF...

...THE EXPLOSION,  
PHOENIX.

"THE DESTRUCTION  
OF THE NEST!"

"ARAMAN NILA  
HAS CLOSEST  
TO THE PILE  
HIS MIND WAS  
THE FIRST."

"RIPPED OUT! TWISTED!  
SEARCHED FOR MEMORIES  
AND BOMBARDIED WITH  
UNKNOWN LEVELS OF  
RADIATION..."

"...INFUSING US ALL WITH THE  
STUFF OF HIS THOUGHTS, OR  
HIS MIND."

"NINE PEOPLE DIED, FAIR  
ONE. YET DEATH EMBRACED  
ONLY ONE."

"THE OTHER EIGHT  
WERE REBORN...  
HOLLOWED AND  
MUTATED BY THE  
MYTHS THAT MADE  
UP A MAN'S  
REMEMBERANCES."

"...MYTHS TORN  
FROM HINDU  
MYTHOLOGY..."

"...MYSELF,  
BRAHMA."

"MARA, THE  
DREAMER,  
AND YAMA,  
DEATH-GOD."

AND AGNI,  
LORD OF FIRE.

KALI,  
THE BLACK  
MADNESS.

"SHIVA, THE  
DESTROYER."

VISHNU, PRESERVED.  
RATRI, THE NIGHT.

"MYTHS THAT SHAPED US INTO GODS!"

EACH OF US HAS ATTEMPTED TO FREE OURSELVES FROM THIS FIELD--

--BUT OUR OWN POWERS HELD US!

YET, PERHAPS, THERE IS--

**BAMF**

--ANOTHER WAY!

DONE! ALTHOUGH MY POWER OF TELEPORTATION FAILED TO FREE ME--

--IT CAUSED A RIFT IN THE FIELD--

--FREEING BANSHEE!

THANK YE, LADDIE!

AN' NOW I'LL BE RETURNIN' TH' FAVOR!

**EEEEE**

SOUND PIERCING...

...AND ANOTHER RIFT APPEARS.

БЛАГОДАРЮ ВАС, BANSHEE. MANY THANKS.

IT IS GOOD TO BE FREE AGAIN!

AND NOW, FRIEND CYCLOPS--I GIVE THAT GIFT TO YOU!

KEEP GOING, COLOSSUS! BEFORE THEY SPOT US--

--I--FREE OUR WEBBED FRIEND!

I WAS HOPING YOU GUYS HADN'T FORGOTTEN ME!

NOT THAT I WOULD HAVE LET YOU!

**THWIP**

IT APPEARS A FIELD DESIGNED TO HOLD STORM--



A CONJECTURE THAT LEADS ONE TO THE THOUGHT THAT, PERHAPS, A CAGE DESIGNED TO HOLD THE WOLVERINE--

--WOULD BE JUST AS USELESS AGAINST THE POWER OF A RAGING HURRICANE!

NOW LET'S SEE WHAT I CAN DO IN EXCHANGE!

--IS NEXT TO USELESS AGAINST SOMETHING SUCH AS YOURS, SPIDER-MAN!



PARDON THE PUN, LADY--BUT YOU JUST BLOW ME AWAY!



I'M SHIELDING --AT PART OF  
MY BRAIN THAT'S CONSCIOUS OF  
WHAT THE X-MEN ARE DOING--

--NOW IF ONLY I CAN  
HOLD THE SHIELD WHILE  
THE GODS' ATTENTION IS  
FOCUSED WITHIN MY  
MIND, TELLING ME  
THEIR STORY!

"YET IN THIS STATE WE ARE UNSTABLE, PHOENIX! IN  
DANGER OF... DISRUPTION, AS THE IMPURITIES OF THIS  
PLANE BOMBARD OUR MOLECULAR STRUCTURES!"

"WE MUST TRANSCEND  
THIS ASPECT OF BEING--

"...OR  
DIE!"

"WE CHOOSE TO LIVE, PHOENIX!"

"EVEN NOW, ENERGY IS BEING DRAWN  
FROM YOUR STELLAR PLANE TO  
NOURISH US! AND WHEN WE HAVE  
ABSORBED ENOUGH--

"...WE WILL DEPART, LEAVING  
THE EARTH A DYING HUSK  
IN OUR WAKE!"

"YOU'D DESTROY A  
PLANET JUST TO  
SUSTAIN EIGHT  
LIVES!"

EIGHT GODS,  
PHOENIX--  
AGAINST A  
PLANET OF  
MORTALS!

YES WE WOULD  
DESTROY IT--  
THAT WE  
MIGHT LIVE!

ONLY IF  
YOU GET  
THE  
CHANCE,  
FRIEND--

"--AND ODDS ARE  
YOU WON'T! NOT  
WHILE WE'RE  
AROUND TO  
STOP YOU!"

QUICKLY, JEAN, MOVE  
AWAY FROM THEM  
AND STAND BESIDE  
US!

THEY STILL  
HAVE NOT SAID  
WHAT IT IS THEY  
WISH OF PHOENIX,  
CYCLOPS!

WE NEED A NINTH TO BIND  
OUR ENERGIES, MORTAL! A  
FOCUS! ONE WHO WILL  
STABILIZE OUR PATH TO GOD-  
HOOD AND GUARD AGAINST  
MOLECULAR DISRUPTION!

YOU'RE OFFERING  
ME ETERNITY  
AT THE COST  
OF A WORLD,  
BRAHMA!

TELL EM  
WHAT THEY  
CAN DO  
WITH THEIR  
OFFER,  
LADY!

I AM SORRY,  
DAUGHTER, BUT  
THE PATH YOU  
CHOOSE IS FUTILE!  
WE MUST HAVE  
YOUR POWER--

ONE WHO,  
IN THE END--  
WILL BECOME  
ONE WITH US!

SUCH IS THE  
POWER WE SENSED  
IN THE WOMAN  
KNOWN AS PHOENIX!

IF THEY CAN  
SEE INSIDE  
MY MIND NOW,  
WOLVERINE--  
THEN THEY  
KNOW MY  
ANSWER!

SUCH IS  
THE WILL OF  
BRAHMA!

--AND WE  
WILL  
HAVE IT!

WELL, YOU CAN JUST TAKE IT AN' IS THE WILL OF THE STUFF IT, PAL--

--'CAUSE SUCH STUFF IT, PAL--

WOLVERINE!!

WOLVERINE!

SRRRIKT!

NO ONE MAY TOUCH THE LORD BRAHMA. NOT--

TOO LATE, CYCLOPS!

--AND, LIVE!!

AGGGHHH! MY ARM!

BURNIN'!!

MAYBE, MISTER--BUT NOBODY HURTS AN X-MAN!

NOT WHILE CYCLOPS IS AROUND TO STOP HIM!

NOT TO MENTION THE TROUBLE YOU CAN GET INTO, MESSING AROUND WITH YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

OF COURSE! AM I NOT LORD OF FIRE?

SEE WHAT I MEAN?

THIS IS ABSURD! WE HAVE NO TIME TO SPEND BATTING MORTALS!

AND THE BATTLE SHALL END--

--WHEN THEY CANNOT SEE! WRAPPED IN THE VEILS OF NIGHT?!

AND WHEN THEY CANNOT HEAR, GODDESS!

WHEN THEIR MINDS ARE BROKEN ON THE CHAOS WHEEL!

WHEEEEEE

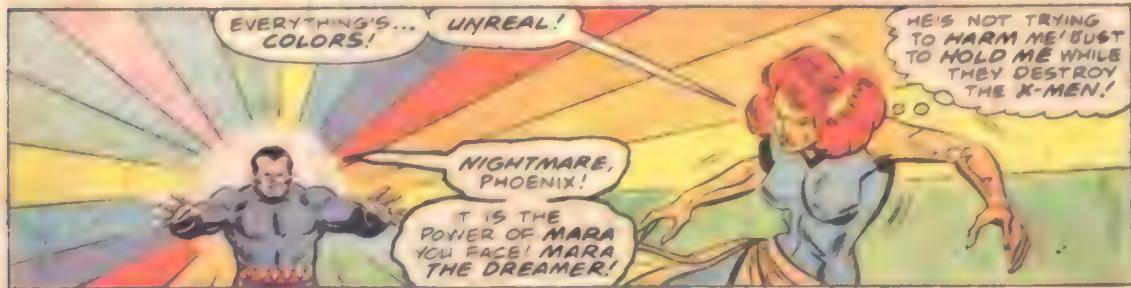
BANSHEE!

COVER YER EARS, LADDIE!

THIS TIME I'M READY TO THE INTAKE

AN' I'M THINKIN', 'T'S TIME SHE HAD A WEB TASTE OF ER OWN BITE BACK AT HER!

SHIVA! BELOVED!!



HEY, PEOPLE! TAKE A LOOK AT OUR 'GODS'! SOMETHING'S HAPPENING TO THEM!



NOT ALL, BRAHMA! JUST OF YOU AND YOUR DREAMS OF IMMORTALITY!

THE END OF MEN WHO DARED TO DREAM OF BEING GODS!



NOT SO, PHOENIX! AS IT IS WITH US--SO WILL IT BE WITH THE EARTH!

THE ENERGIES OF THE PLANET ARE BOUND TO US NOW, MORTAL!

AND THIS WORLD WILL BE CONSUMED AT THE MOMENT OF THEIR RELEASE! THE MOMENT OF OUR DEATHS!



AND WE KEPT HER FROM THEM!

DEATH COMES MORTALS!



--OR IT'S SCRATCH ONE PLANET!!

ALL RIGHT! BRAHMA-- GET YOUR PEOPLE TOGETHER AND HAVE THEM LINK HANDS!

X-MEN! LISTEN CAREFULLY-- AND DO EXACTLY AS I SAY!

YOU SURE YOU DON'T WANT BOYS ON ONE SIDE AND GIRLS ON THE OTHER, BOSS MAN?  
AND SO IT GOES...

...UNTIL ALL IS FINALLY READY!

I HAVE SEEN WITHIN YOUR MIND, MORTAL!

YOUR PLAN IS... GOOD! BUT THERE IS SO LITTLE TIME!

IT'S BETTER THAN JUST LYING DOWN AND DYING, BRAHMA!

I'M AS READY AS I'LL EVER BE, SPIDER-MAN!

SO WHAT DOES THAT LEAVE FOR ME TO DO?

YOU COULD TRY PRAYING, LOUDMOUTH!

PHOENIX! LINK WITH BRAHMA! ALLOW HIS MINDFORCE TO FLOW THROUGH YOU!

I WILL TRY TO BE... GENTLE, GIRL!

DON'T BOTHER, FRIEND!

VERY WELL.

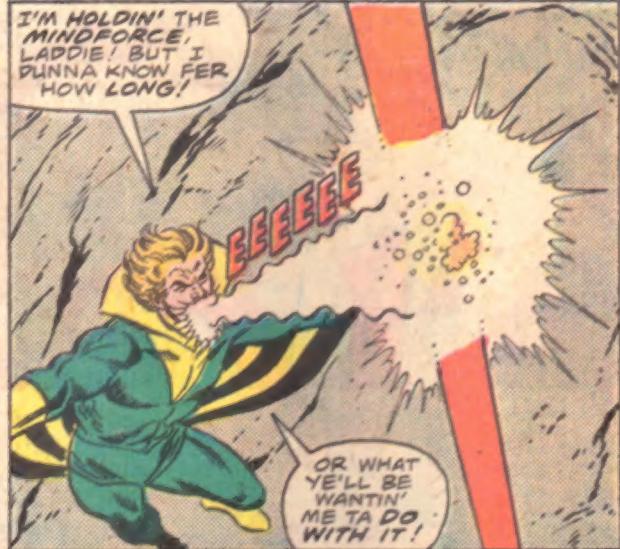
FOR A TENSE MOMENT THERE IS ONLY SILENCE.



AND THEN JEAN GREY SCREAMS!

WHAT IS HAPPENING TO HER, CYCLOPS?

FORGET IT, NIGHTCRAWLER! JUST TAP THE MENTAL PROJECTION SHE'S BEAMING AT YOU--



...THE DANGER IS PAST!

...UNTIL SAFELY AWAY FROM THE SURFACE OF THE EARTH...

...THEY TRANSFORM INTO SOMETHING... ELSE.

PROMPTING EARTHBOUND ASTRONOMERS TO ANNOUNCE THE BIRTH, IN THE HEAVENS...

...OF A NEW STAR!

RRRAAAKKKK!

THE GODS DISAPPEAR, THEIR ATOMS TRAVELLING UPWARDS IN A NARROW BEAM OF LIGHT...

THEY ARE GONE!

YOU SAID IT! AND THEY TOOK ONE HECKUVA CHUNK OF DESERT WITH THEM!

BUT, IS THE DANGER REALLY PAST?

DR. MISHKIN'S MACHINE HAS STOPPED REGISTERING ANY SOURCE OF RADIOACTIVITY, MY X-MEN. YOU HAVE DONE WELL!

SWELL! NOW ALL THAT LIVES IS A PLANELOAD OF PEOPLE WHO KNOW WHO WE ARE!

I THINK... NOT, MY FRIEND!

HUH? WHAT'S HE MEAN BY--



--GONE!

HE MEANT THAT HE'S MIND-BLOCKED ANY KNOWLEDGE OF WHAT'S HAPPENED-- OR OUR PART IN IT-- FROM THE MEMORIES OF THE PASSENGERS, SPIDER-MAN!

JUST LIKE THAT? BOY, HE'D BE A HANDY GUY TO HAVE AROUND WHEN IT COMES TIME TO EXPLAIN THINGS TO A CERTAIN MARY JANE WATSON!

WHY DON'T YOU ASK HIM SOMETIME, WEB-HEAD?

JUST TO SEE WHAT HE'D SAY!

FOLLOW THE FURTHER  
ADVENTURES OF  
THE ALL-NEW

**X-MEN!**

IN THEIR OWN  
BI-MONTHLY  
BOOK!